HEMISPHERE MEDIA GROUP, INC.
Form 10-Q
August 11, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-35886

HEMISPHERE MEDIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**80-0885255**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Hemisphere Media Group, Inc. **2000 Ponce de Leon Boulevard** **Suite 500** **Coral Gables, FL**	**33134**
(Address of principal executive offices)	(Zip Code)

(305) 421-6364

(Registrant s telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Class of Stock	Shares Outstanding as of August 10, 2015
Class A common stock, par value $0.0001 per share	15,587,725 shares
Class B common stock, par value $0.0001 per share	30,027,418 shares

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HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES

INDEX TO FORM 10-Q

June 30, 2015

(Unaudited)

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PART I

Unless otherwise indicated or the context requires otherwise, in this disclosure, references to the Company, Hemisphere, registrant , we, us or our refers to Hemisphere Media Group, Inc., a Delaware corporation and, where applicable, its consolidated subsidiaries; Acquired Cable Networks refers to (i) Pasiones, (ii) Centroamerica TV and (iii) Television Dominicana; Amended Term Loan Facility refers to our term loan facility amended on July 31, 2014 as set forth on Exhibit 10.4 to the Company s Annual Report on Form 10-K; Azteca refers to Azteca Acquisition Corporation, a Delaware blank check corporation; Azteca Merger Sub refers to Hemisphere Merger Sub II, Inc., a Delaware corporation; Business refers collectively to our consolidated operations; Cable Networks Acquisition refers to the acquisition of the Acquired Cable Networks; Centroamerica TV refers to HMTV Centroamerica TV, LLC, a Delaware limited liability company; Cinelatino refers to Cine Latino, Inc., a Delaware corporation; Cine Merger Sub refers to Hemisphere Merger Sub III, Inc., a Delaware corporation; MVS refers to Grupo MVS, S.A. de C.V., a Mexican Sociedad Anonima de Capital Variable (variable capital corporation) and its affiliates, as applicable; Distributors refers collectively to Satellite systems, telephone companies (telcos), and cable multiple system operators (MSO s), and the MSO s affiliated regional or individual cable systems. Networks refers collectively to WAPA, WAPA2 Deportes, WAPA America, Cinelatino, Pasiones, Centroamerica TV and Television Dominicana; Pasiones refers collectively to HMTV Pasiones US, LLC, a Delaware limited liability company and HMTV Pasiones LatAm, LLC, a Delaware limited liability company; Television Dominicana refers to HMTV TV Dominicana, LLC, a Delaware limited liability company; Transaction collectively refers to the mergers of WAPA Holdings and WAPA Merger Sub, Azteca and Azteca Merger Sub, and Cinelatino and Cine Merger Sub, resulting in Azteca, WAPA Holdings and Cinelatino becoming indirect wholly-owned subsidiaries of Hemisphere; WAPA refers to Televicentro of Puerto Rico, LLC, a Delaware limited liability company; WAPA America refers to WAPA America, Inc., a Delaware corporation; WAPA Holdings refers to WAPA Holdings, LLC, a Delaware limited liability company and, where applicable, its consolidated subsidiaries; WAPA Merger Sub refers to Hemisphere Merger Sub I, LLC, a Delaware limited liability company; WAPA2 Deportes refers to a sports television network in Puerto Rico operated by WAPA.

FORWARD-LOOKING STATEMENTS

CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

Statements in this Quarterly Report on Form 10-Q (this Quarterly Report), including the exhibits attached hereto, future filings by us with the Securities and Exchange Commission, our press releases, and oral statements made by, or with the approval of, our authorized personnel, that relate to our future performance or future events, may contain certain statements about us and our consolidated subsidiaries that do not directly or exclusively relate to historical facts. The statements are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995.

These forward-looking statements are necessarily estimates reflecting the best judgment and current expectations, plans, assumptions and beliefs about future events (in each case subject to change) of our senior management and management of our subsidiaries (including target businesses) and involve a number of risks, uncertainties and other factors, some of which may be beyond our control that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Without limitation, any statements preceded or followed by or that include the words targets, plans, believes, expects, intends, will, likely, may, anticipates, estimates, projects, should, positioned, strategy, future, potential, plan, forecast, or words, phrases or terms of similar substance or the negative thereof, are forward-l statements. These include, but are not limited to, statements relating to the synergies and the benefits that we expect to achieve from the Cable Networks Acquisition, including future financial and operating results, the Company s plans, objectives, expectations and intentions and other statements that are not historical facts.

We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements.

Forward-looking statements are not guarantees of performance. If one or more of these factors materialize, or if any underlying assumptions prove incorrect, our actual results, performance, or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements. In addition to the risk factors described in Item 1A Risk Factors in this report, those factors include:

- the reaction by advertisers, programming providers, strategic partners, the Federal Communications Commission (the FCC) or other government regulators to businesses that we acquire;

- the potential for viewership of our Networks programming to decline or unexpected reductions in the number of subscribers to our Networks;

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- the risk that we may fail to secure sufficient or additional advertising and/or subscription revenue;

- our ability to successfully integrate the Acquired Cable Business and achieve the expected synergies from that integration at the expected costs;

- the ability to realize anticipated growth and growth strategies of the company since the completion of (i) the Transaction and (ii) the Cable Networks Acquisition;

- the ability to realize the anticipated benefits of (i) the Transaction and (ii) the Cable Networks Acquisition, in each case, which may be affected by, among other things, competition in the industry in which we operate;

- the risk that we may become responsible for certain liabilities of the Acquired Cable Networks;

- the costs expected to be incurred in connection with the integration of us and the Acquired Cable Networks;

- the risk that integrating our Business with that of the Acquired Cable Networks may divert our management s attention;

- future financial performance, including our ability to obtain additional financing in the future on favorable terms;

- reduced access to capital markets or significant increases in borrowing costs;

- our ability to successfully manage relationships with customers and distributors and other important relationships;

- continued consolidation of Distributors in the marketplace;

- the inability of advertisers or affiliates to remit payment to us in a timely manner or at all;

- disagreements with our distributors over contract interpretation;

- the risk that ratings on Cinelatino may be negatively impacted by the introduction of advertising on Cinelatino;

- the outcome of any pending or threatened litigation;

- the loss of key personnel and/or talent or expenditure of a greater amount of resources attracting, retaining and motivating key personnel than in the past;

- strikes or other union job actions that affect our operations;

- changes in technology, including changes in the distribution and viewing of television programming, including the expanded deployment of personal video recorders, video on demand (VOD), internet protocol television, mobile personal devices and personal tablets and their impact on subscription and television advertising revenue;

- uncertainties inherent in the development of new business lines and business strategies;

- changes in pricing and availability of products and services;

- changes in the nature of key strategic relationships with partners and Distributors;

- the ability of suppliers and vendors to deliver products, and services;

- fluctuations in foreign currency exchange rates and political unrest and regulatory changes in the international markets in which we operate;

- the deterioration of general economic conditions, either nationally or in the local markets in which we operate, including Puerto Rico;

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- changes in, or failure or inability to comply with, government regulations including, without limitation, regulations of the FCC, and adverse outcomes from regulatory proceedings;

- competitor responses to our products and services; and

- a failure to secure affiliate agreements or renewal of such agreements on less favorable terms.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the matters addressed in this Quarterly Report and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

The forward-looking statements are based on current expectations about future events and are not guarantees of future performance, and are subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these expectations may not be achieved. We may change our intentions, beliefs or expectations at any time and without notice, based upon any change in our assumptions or otherwise. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I - FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

HEMISPHERE MEDIA GROUP, INC.

Condensed Consolidated Balance Sheets

(Unaudited)

(amounts in thousands, except share and par value amounts)

	June 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash	$ 159,678	$ 142,010
Accounts receivable, net of allowance for doubtful accounts of $1,541 and $1,072, respectively	23,882	25,065
Due from related parties	1,094	1,032
Programming rights	5,970	5,441
Deferred taxes	4,222	4,222
Prepaid taxes and other current assets	8,680	8,071
Total current assets	203,526	185,841
Programming rights	7,894	6,652
Property and equipment, net	23,802	23,867
Deferred financing costs, net	2,507	2,758
Broadcast license	41,356	41,356
Goodwill	164,887	164,887
Other intangibles, net	84,845	91,611
Other assets	1,413	1,425
Total Assets	$ 530,230	$ 518,397
Liabilities and Stockholders Equity		
Current Liabilities		
Accounts payable	$ 1,952	$ 2,176
Due to related parties	406	787
Accrued agency commissions	3,545	6,642
Accrued compensation and benefits	3,491	3,391
Accrued marketing	2,791	3,245
Other accrued expenses	7,941	5,312
Programming rights payable	4,307	4,228
Current portion of long-term debt	2,250	2,250
Total current liabilities	26,683	28,031
Programming rights payable	942	111
Long-term debt, net of current portion	218,607	219,541
Deferred taxes	11,670	11,670
Defined benefit pension obligation	2,732	2,631
Total Liabilities	260,634	261,984

Stockholders Equity				
Preferred stock, $0.0001 par value; 50,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively				
Class A common stock, $.0001 par value; 100,000,000 shares authorized; 15,302,441 and 14,518,734 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively		1		1
Class B common stock, $.0001 par value; 33,000,000 shares authorized; 30,027,418 shares issued and outstanding at June 30, 2015 and December 31, 2014		3		3
Additional paid-in capital		255,226		246,858
Treasury stock, at cost; 229,100 and 146,703 at June 30, 2015 and December 31, 2014, respectively		(3,040)		(1,961)
Retained earnings		17,992		12,098
Accumulated comprehensive loss		(586)		(586)
Total Stockholders Equity		269,596		256,413
Total Liabilities and Stockholders Equity	$	530,230	$	518,397

See accompanying notes to condensed consolidated financial statements.

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HEMISPHERE MEDIA GROUP, INC.

Condensed Consolidated Statements of Operations

(Unaudited)

(amounts in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
Net revenues	$ 32,618	$ 29,055	$ 62,089	$ 50,006
Operating Expenses:				
Cost of revenues	9,908	9,292	19,360	16,890
Selling, general and administrative	9,325	8,241	17,909	15,122
Depreciation and amortization	4,265	4,832	8,646	7,410
Other expenses	306	62	306	311
Loss on disposition of assets	34	16	31	14
Total operating expenses	23,838	22,443	46,252	39,747
Operating income	8,780	6,612	15,837	10,259
Other Expenses:				
Interest expense, net	(3,008)	(2,936)	(5,991)	(5,843)
Income before income taxes	5,772	3,676	9,846	4,416
Income tax (expense) benefit	(2,341)	1,642	(3,952)	1,150
Net income	$ 3,431	$ 5,318	$ 5,894	$ 5,566
Earnings per share:				
Basic	$ 0.08	$ 0.13	$ 0.14	$ 0.13
Diluted	$ 0.08	$ 0.13	$ 0.14	$ 0.13
Weighted average shares outstanding:				
Basic	42,737	42,345	42,566	42,259
Diluted	43,290	42,518	43,267	42,507

See accompanying notes to condensed consolidated financial statements.

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HEMISPHERE MEDIA GROUP, INC.

Condensed Consolidated Statement of Comprehensive Income

(Unaudited)

(amounts in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
Net income	$ 3,431	$ 5,318	$ 5,894	$ 5,566
Other comprehensive income				
Comprehensive income	$ 3,431	$ 5,318	$ 5,894	$ 5,566

See accompanying notes to condensed consolidated financial statements.

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HEMISPHERE MEDIA GROUP, INC.

Condensed Consolidated Statements of Changes in Stockholders Equity

Six Months Ended June 30, 2015

(Unaudited)

(amounts in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid In Capital	Class A Treasury Stock	Retained Earnings	Accumulated Comprehensive Loss	Total
	Shares	Par Value	Shares	Par Value					
Balance at December 31, 2014	14,519	$ 1	30,027	$ 3	$ 246,858	$ (1,961)	$ 12,098	$ (586)	$ 256,413
Net income							5,894		5,894
Stock-based compensation					2,687				2,687
Vesting of restricted stock	304				274	(1,079)			(805)
Issuance of shares	479				5,407				5,407
Balance at June 30, 2015	15,302	$ 1	30,027	$ 3	$ 255,226	$ (3,040)	$ 17,992	$ (586)	$ 269,596

See accompanying notes to condensed consolidated financial statements.

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HEMISPHERE MEDIA GROUP, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(amounts in thousands)

	Six Months Ended June 30, 2015		Six Months Ended June 30, 2014	
Reconciliation of Net Income to Net Cash Provided by Operating Activities:				
Net income	$	5,894	$	5,566
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		8,646		7,410
Program amortization		5,581		4,877
Amortization of deferred financing costs		251		254
Amortization of original issue discount		191		128
Stock-based compensation		2,687		3,216
Provision for bad debts		669		190
Loss on disposition of assets		31		14
Deferred taxes				(2,868)
Changes in assets and liabilities:				
Decrease (increase) in:				
Accounts receivable		514		(4,687)
Due from related parties		(62)		44
Programming rights		(7,351)		(5,892)
Prepaid taxes and other current assets		(598)		(3,989)
(Decrease) increase in:				
Accounts payable		(224)		881
Due to related parties		(381)		357
Accrued expenses		(823)		(2,908)
Programming rights payable		910		614
Other liabilities		101		52
Net cash provided by operating activities		16,036		3,259
Cash Flows From Investing Activities:				
Acquisition of Cable Networks				(101,891)
Proceeds from sale of assets		3		10
Capital expenditures		(1,848)		(1,396)
Net cash used in investing activities		(1,845)		(103,277)
Cash Flows From Financing Activities:				
Repayments of long-term debt		(1,125)		(875)
Purchase of treasury stock		(1,079)		(969)
Proceeds from issuance of stock		5,407		1
Excess tax benefits		274		106
Net cash provided by (used in) financing activities		3,477		(1,737)
Net increase (decrease) in cash		17,668		(101,755)
Cash:				
Beginning		142,010		176,622
Ending	$	159,678	$	74,867
Supplemental Disclosures of Cash Flow Information:				
Cash payments for:				
Interest	$	5,621	$	5,465

Income taxes	$	2,474	$	3,720

See accompanying notes to condensed consolidated financial statements.

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Notes to Condensed Consolidated Financial Statements

Note 1. Nature of business

Nature of business: The accompanying Condensed Consolidated Financial Statements include the accounts of Hemisphere Media Group, Inc. (Hemisphere or the Company), the parent holding company of Cine Latino, Inc. (Cinelatino), WAPA Holdings, LLC (formerly known as InterMedia Español Holdings, LLC) (WAPA), and HMTV Cable, Inc., the parent company of the entities for the newly acquired networks consisting of Pasiones, TV Dominicana, and Centroamerica TV (see below). The Company determines its operating segments based upon (i) financial information reviewed by the chief operating decision maker, the Chief Executive Officer, (ii) internal management and related reporting structure and (iii) the basis upon which the chief operating decision maker makes resource allocation decisions. We have one operating segment, Hemisphere. In these notes, the terms Company, we, us or our mean Hemisphere and all subsidiaries included in our Condensed Consolidated Financial Statements.

Basis of presentation: The accompanying unaudited Condensed Consolidated Financial Statements for Hemisphere and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. In our opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement have been included. Our financial condition as of, and operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the financial condition or results that may be expected for any future interim period or for the year ending December 31, 2015. These Condensed Consolidated Financial Statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our 2014 Annual Report.

On April 1, 2014, we acquired the assets of three Spanish-language cable television networks for $101.9 million in cash. The three acquired cable networks include Pasiones, Centroamerica TV and Television Dominicana.

Reclassification: Certain prior year due from related parties accounts have been reclassified to accounts receivable on the accompanying condensed consolidated balance sheet, which resulted in an increase to accounts receivable and the related allowance for doubtful accounts to conform with the fiscal 2015 presentation with no impact to current assets.

Net earnings per common share: Basic earnings per share (EPS) are computed by dividing income attributable to common stockholders by the number of weighted-average outstanding shares of common stock. Diluted EPS reflects the effect of the assumed exercise of stock options and vesting of restricted shares only in the periods in which such effect would have been dilutive.

The following table sets forth the computation of the common shares outstanding used in determining basic and diluted EPS (*Dollar and share amounts in thousands):*

	Three Months Ended June 30,				Six Months Ended June 30,			
		2015		2014		2015		2014
Numerator for earnings per common share calculation:								
Net income	$	3,431	$	5,318	$	5,894	$	5,566
Denominator for earnings per common share calculation:								
Weighted-average common shares, basic		42,737		42,345		42,566		42,259
Effect of dilutive securities								
Stock options, resticted stock and warrants		553		173		701		248
Weighted-average common shares, diluted		43,290		42,518		43,267		42,507
EPS								
Basic	$	0.08	$	0.13	$	0.14	$	0.13
Diluted	$	0.08	$	0.13	$	0.14	$	0.13

We apply the treasury stock method to measure the dilutive effect of our outstanding stock options and restricted stock awards and include the respective common share equivalents in the denominator of our diluted income per common share calculation. Potentially dilutive securities representing 1.0 million shares of common stock for the three and six months ended June 30, 2015, respectively, were excluded from the computation of diluted income per common share for this period because their effect would have been anti-dilutive. The net income per share amounts are the same for our Class A common stock, par value $0.0001 per share (Class A common stock) and Class B common stock, par value $0.0001 per share

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(Class B common stock), because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

Use of estimates: In preparing these financial statements, management had to make estimates and assumptions that affected the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the balance sheet dates, and the reported revenues and expenses for the three and six months ended June 30, 2015 and 2014. Such estimates are based on historical experience and other assumptions that are considered appropriate in the circumstances. However, actual results could differ from those estimates.

Recent accounting pronouncements: In May 2014, the Financial Accounting Standards Board (FASB) issued the Accounting Standards Update (ASU) 2014-09 Revenue from Contracts with Customers (Topic 606). ASU 2014-09 replaces the majority of all U.S. GAAP guidance that currently exists on revenue recognition with a single model to be applied to all contracts with customers. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For a public entity, ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted, but not before annual periods beginning after December 15, 2016. An entity must apply ASU 2014-09 using either the full retrospective approach, by restating all years presented, or the cumulative effect at the date of adoption approach. We are currently evaluating the adoption methodology and the impact of this update on its consolidated financial position, results of operations and cash flows.

In April 2015, the FASB issued, *ASU 2015-03 Interests Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs*, requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. Recognition and measurement guidance are not impacted by the ASU. The guidance is effective for fiscal years beginning after December 15, 2015, with retrospective disclosure upon transition, for all periods presented. We will adopt the guidance in the first quarter of 2016, with the impact to our consolidated statement of position to be a reduction in assets where deferred costs are currently disclosed, and a reduction to long-term debt where these costs will be recorded after the transition.

Note 2. Related party transactions

The Company has various agreements with MVS Multivision Digital S. de R.L. de C.V. and its affiliates (collectively MVS), a Mexican media and television conglomerate, which have directors and stockholders in common with the Company as follows:

- An agreement through August 1, 2017 pursuant to which MVS provides Cinelatino with satellite and support services including origination, uplinking and satellite delivery of two feeds of Cinelatino s channel (for U.S. and Latin America), master control and monitoring, dubbing, subtitling and close captioning, and other support services (the Satellite and Support Services Agreement). This agreement was amended on May 20, 2015, to expand the services

MVS provides to Cinelatino to include commercial insertion and editing services to support advertising sales on Cinelatino s U.S. feed. Expenses incurred under this agreement are included in cost of revenues in the accompanying condensed consolidated statements of operations. Total expenses incurred were $0.5 million for each of the three months ended June 30, 2015 and 2014, and $1.1 million for each of the six months ended June 30, 2015 and 2014.

• A ten-year master license agreement through July 2017, which grants MVS the non-exclusive right (except with respect to pre-existing distribution arrangements between MVS and third party distributors that are effective at the time of the consummation of the Transaction) to duplicate, distribute and exhibit Cinelatino s service via cable, satellite or by any other means in Latin America and in Mexico to the extent that Mexico distribution is not owned by MVS. Pursuant to the agreement, Cinelatino receives revenue net of MVS s distribution fees, which is presently equal to 13.5% of all license fees collected from distributors in Latin America and Mexico. Total revenues recognized were $1.2 million and $1.1 million for the three months ended June 30, 2015 and 2014, respectively, and $2.4 million and $2.2 million for the six months ended June 30, 2015 and 2014, respectively.

• An affiliation agreement through August 1, 2017 for the distribution and exhibition of Cinelatino s programming service through Dish Mexico (dba Commercializadora de Frecuencias Satelitales, S de R.L. de C.V.), an MVS affiliate that transmits television programming services throughout Mexico. Total revenues recognized were $0.5 million and $0.5 million for the three months ended June 30, 2015 and 2014, respectively, and $1.0 million and $0.9 million for the six months ended June 30, 2015 and 2014, respectively.

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- In November 2013, Cinelatino licensed six movies from MVS. Expenses incurred under this agreement are included in cost of revenues and amounted to $0 for each of the three months ended June 30, 2015 and 2014. At June 30, 2015 and December 31, 2014, $0.0 million, is included in programming rights related to this agreement.

Amounts due from MVS pursuant to the agreements noted above, net of an allowance for doubtful accounts, amounted to $3.5 million and $3.4 million at June 30, 2015 and December 31, 2014, respectively, and are remitted monthly. Amounts due to MVS pursuant to the agreements noted above amounted to $0.4 million and $0.7 million at June 30, 2015 and December 31, 2014, respectively, and are remitted monthly.

We entered into a three year consulting agreement effective April 9, 2013 with James M. McNamara, a member of the Company s board of directors, to provide the development, production and maintenance of programming, affiliate relations, identification and negotiation of carriage opportunities, and the development, identification and negotiation of new business initiatives including sponsorship, new channels, direct-to-consumer programs and other interactive initiatives. Total expenses incurred under these agreements are included in selling, general and administrative expenses in the accompanying condensed consolidated statements of operations and amounted to $0.1 million and $0.1 million for the three months ended June 30, 2015 and 2014, respectively, and $0.2 million and $0.2 million for the six months ended June 30, 2015 and 2014, respectively. Amounts due to this related party totaled $0.0 million and $0.1 million at June 30, 2015 and December 31, 2014, respectively.

We have entered into programming agreements with Panamax Films, LLC (Panamax), an entity owned by James M. McNamara for the licensing of three movie titles. Expenses incurred under this agreement are included in cost of revenues in the accompanying condensed consolidated statements of operations, and amounted to $0 million for each of the six months ended June 30, 2015 and 2014. At June 30, 2015 and December 31, 2014, $0.2 million, is included in Programming Rights in the accompanying condensed consolidated balance sheets.

During 2013, we engaged Pantelion to assist in the licensing of a feature film in the United States. Pantelion is a joint venture made up of several organizations, including Panamax Films, LLC (Panamax), Lions Gate Films Inc. (Lions Gate) and Grupo Televisa. Panamax is owned by James McNamara, who is also the Chairman of Pantelion. We agreed to pay to Pantelion, in connection with their services, up to 12.5% of all licensing revenues . Total licensing revenues are included in net revenues in the accompanying condensed consolidated statements of operations and amounted to $0.0 million for the three and six months ended June 30, 2015 and 2014. Total expenses incurred are included in cost of revenues in the accompanying condensed consolidated statements of operations and amounted to $0.0 million for each of the three and six months ended June 30, 2015 and 2014. There are no amounts due to Pantelion at June 30, 2015 and December 31, 2014.

Since February, 2015, we are operating under a non-binding term sheet (subject to documentation and execution of a definitive agreement) to license the rights to fourteen (14) motion pictures from Lions Gate for a total license fee of $0.8 million. Some of the fourteen titles are owned by Panetlion, for which Lions Gate acts as Pantelion s exclusive licensing agent. Fees paid by Cinelatino to Lions Gate may be remunerated to Pantelion in accordance with their financial arrangements. Expenses incurred under this agreement are included in cost of revenues in the accompanying condensed consolidated statements of operations, and amounted to $0.0 million for each of the three and six months ended June 30, 2015, respectively. At June 30, 2015, $0.1 million is included in programming rights in the accompanying condensed consolidated balance sheets related to this agreement.

Note 3. Goodwill and intangible assets

Goodwill and intangible assets consist of the following at June 30, 2015 and December 31, 2014 (*amounts in thousands*):

	June 30, 2015	December 31, 2014
Broadcast license	$ 41,356	$ 41,356
Goodwill	164,887	164,887
Other intangibles	84,845	91,611
Total intangible assets	**$ 291,088**	**$ 297,854**

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A summary of changes in the Company s goodwill and other indefinite-lived intangible assets, on a net basis, for the six months ended June 30, 2015 is as follows *(amounts in thousands)*:

	Net Balance at December 31, 2014	Additions	Impairment	Net Balance at June 30, 2015
Broadcast license	$ 41,356	$	$	$ 41,356
Goodwill	164,887			164,887
Brands	15,986			15,986
Other intangibles	700			700
Total indefinite-lived intangibles	**$ 222,929**	**$**	**$**	**$ 222,929**

A summary of the changes in the Company s other amortizable intangible assets for the six months ended June 30, 2015 is as follows *(amounts in thousands)*:

	Net Balance at December 31, 2014	Additions	Amortization	Net Balance at June 30, 2015
Affiliate relationships	$ 69,064	$	$ (6,150)	$ 62,914
Advertiser Relationships	2,896		(276)	2,620
Non-Compete Agreement	2,882		(274)	2,608
Other intangibles	83	17	(83)	17
Total Finite-lived intangibles	**$ 74,925**	**$ 17**	**$ (6,783)**	**$ 68,159**

The aggregate amortization expense of the Company s amortizable intangible assets was $3.3 million and $3.9 million for the three months ended June 31, 2015 and 2014, respectively, and $6.8 million and $5.5 million for the six months ended June 30, 2015 and 2014, respectively. The weighted average remaining amortization period is 5.5 years at June 30, 2015.

Future estimated amortization expense is as follows *(amounts in thousands):*

Year Ending December 31,	Amount
Remainder 2015	$ 6,700
2016	13,405
2017	13,232
2018	13,175
2019	8,432
2020	6,027
2021 and thereafter	7,188
	$ 68,159

Note 4. Income taxes

For the six month periods ended June 30, 2015 and 2014, our income tax expense has been computed utilizing the estimated annual effective rates of 40.1% and 38.8% respectively. The difference between the annual effective rate of 40.1% and the statutory Federal income tax rate of 35% in the six month period in 2015, is primarily due to state and foreign income taxes. The difference between the annual effective rate of 38.8% and the actual effective rate in the six month period in 2014, is primarily due to the reversal of the valuation allowance previously recorded of $2.5 million, as we determined that it was reasonably certain that our foreign tax credits will be realized following the Cable Networks Acquisition on April 1, 2014.

Income tax expense for the three and six months ended June 30, 2015, was $2.3 million and $4.0 million, respectively. Income tax benefit for the three and six months ended June 30, 2014, was $1.6 million and $1.2 million, respectively.

Note 5. Long-term debt

Long-term debt at June 30, 2015 and 2014 consists of the following *(amounts in thousands)*:

	June 30, 2015	December 31, 2014
Senior Notes due July 2020	$ 220,857	$ 221,791
Less: Current portion	(2,250)	(2,250)
	$ 218,607	$ 219,541

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On July 30, 2013 certain of our subsidiaries (the Borrowers) entered into a credit agreement providing for a $175.0 million senior secured term loan B facility (the Term Loan Facility) which matures on July 30, 2020. On July 31, 2014, certain of our subsidiaries amended the Term Loan Facility (the Amended Term Loan Facility) which provides for an aggregate principal amount of $225.0 million and matures on July 30, 2020. Pricing on the Amended Term Loan Facility was set at LIBOR plus 400 basis points (decreased from a margin of 500 basis points) subject to a LIBOR floor of 1.00% (decreased from a LIBOR floor of 1.25%), resulting in an effective interest rate of 5.00% in the current quarter and 0.5% of original issue discount (OID). The Amended Term Loan Facility also provides an uncommitted accordion option (the Incremental Facility) allowing for additional borrowings under the Term Loan Facility up to an aggregate principal amount equal to (i) $40.0 million plus (ii) an additional amount of up to 4.0x first lien net leverage. The obligations under the Amended Term Loan Facility are guaranteed by HMTV, LLC, our direct wholly-owned subsidiary, and all of our existing and future subsidiaries (subject to certain exceptions in the case of immaterial subsidiaries). Additionally, the Amended Term Loan Facility provides for an uncommitted incremental revolving loan option in an aggregate principal amount of up to $20.0 million, which shall be secured on a *pari passu* basis by the collateral securing the Amended Term Loan Facility. The Amended Term Loan Facility is secured by a first-priority perfected security interest in substantially all of our assets.

The proceeds of the Term Loan Facility, as amended, were used to pay fees and expenses associated with the Transaction and the Cable Networks Acquisition, and for general corporate purposes including potential future acquisitions. The OID of $1.9 million, net of accumulated amortization of $0.5 million at June 30, 2015, was recorded as a reduction to the principal amount of the Term Loan Facility outstanding and will be amortized as a component of interest expense over the term of the Amended Term Loan Facility. We recorded $2.5 million of deferred financing costs associated with the Term Loan Facility, as amended, net of accumulated amortization of $0.7 million at June 30, 2015, which will be amortized utilizing the effective interest rate method over the remaining term of the Amended Term Loan Facility.

The Amended Term Loan Facility principal payments are payable on quarterly due dates commencing September 30, 2014, with a final installment on July 30, 2020.

In addition, pursuant to the terms of the Amended Term Loan Facility, within 90 days after the end of each fiscal year (commencing with the fiscal year ending December 31, 2015), the Borrowers are required to make a prepayment of the loan principal in an amount equal to 50% of the excess cash flow of the most recently completed fiscal year. Excess cash flow is generally defined as net income plus depreciation and amortization expense, less mandatory prepayments of the term loan, interest charges, income taxes and capital expenditures, and adjusted for the change in working capital. The percentage of the excess cash flow used to determine the amount of the prepayment of the loan declines from 50% to 25%, and again to 0% at lower leverage ratios.

The carrying value of the long-term debt approximates fair value at June 30, 2015 and December 31, 2014. The estimated fair value of our variable-rate debt was derived from quoted market prices by independent dealers (Level 2 in the fair value hierarchy under ASC 820, *Fair Value Measurements and Disclosures*). The following are the maturities of our long-term debt as of June 30, 2015 (*amounts in thousands*):

Year Ending December 31,		
2015	$	1,125
2016		2,250
2017		2,250
2018		2,250
2019 and thereafter		214,875
	$	222,750

Note 6. Stockholders equity

Secondary Offering

In May 2015, the Company completed a secondary offering on behalf of certain selling stockholders of 3,195,583 shares of Class A common stock at a price of $12.00 per share, less underwriting discounts and commissions. In connection with the offering, the underwriters exercised their additional share purchase option, where an additional 479,337 shares were offered by the Company at $12.00 per share, less underwriting discounts and commissions (the Option Shares). The Company did not receive any of the proceeds related to the sale of the 3,195,583 shares of Class A common stock from the secondary offering, and received net proceeds of approximately $5.4 million from the sale of the Option Shares.

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Equity incentive plans

An aggregate of 4.0 million shares of our Class A common stock were authorized for issuance under the terms of the Hemisphere Media Group, Inc. 2013 Equity Incentive Plan (the 2013 Equity Incentive Plan). At June 30, 2015, 0.9 million shares remained available for issuance of stock options or other stock-based awards under our Equity Incentive Plan (including shares of restricted Class A common stock surrendered to the Company in payment of taxes required to be withheld in respect of vested shares of restricted Class A common stock and available for issuance). The expiration date of the 2013 Equity Incentive Plan, on and after which date no awards may be granted, is April 4, 2023. The Company s board of directors administers the 2013 Equity Incentive Plan, and has the sole and plenary authority to, among other things: (i) designate participants; (ii) determine the type, size, and terms and conditions of awards to be granted; (iii) determine the method by which an award may be settled, exercised, canceled, forfeited, or suspended.

The Company s time-based restricted stock awards and option awards generally vest in three equal annual installments beginning on the first anniversary of the grant date, subject to the grantee s continued employment or service with the Company. The Company s event-based restricted stock awards and option awards generally vest either upon the Company s Class A common stock attaining a $15.00 closing price per share, as quoted on the NASDAQ Global Market, on at least 10 trading days, subject to the grantee s continued employment or service with the Company. Other event-based restricted stock awards granted to certain members of our Board vest on the day preceding the Company s annual shareholder meeting.

Stock-based compensation

Stock-based compensation expense related to stock options and restricted stock was $1.4 million and $1.7 for the three months ended June 30, 2015 and 2014, respectively, and $2.7 million and $3.2 for the six months ended June 30, 2015 and 2014, respectively. At June 30, 2015, there was $2.8 million of total unrecognized compensation cost related to non-vested stock options, which is expected to be recognized over weighted-average period of 2.0 years. At June 30, 2015, there was $2.9 million of total unrecognized compensation cost related to non-vested restricted stock, which is expected to be recognized over a weighted-average period of 0.9 years.

Stock options

The fair value of stock options granted is estimated at the date of grant using the Black-Scholes pricing model for time-based options and the Monte Carlo simulation model for event-based options. The expected term of options granted is derived using the simplified method under ASC 718-10-S99-1/SEC Topic 14.D for plain vanilla options and the Monte Carlo simulation for event-based options. Expected volatility is based on the historical volatility of the Company s competitors given its lack of trading history. The risk-free interest rate is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. The Company has estimated forfeitures of 1.5%, as the awards are to management for which the Company expects lower turnover, and has assumed no dividend yield, as dividends have never been paid to stock or option holders and will not be paid for the foreseeable future.

Black-Scholes Option Valuation Assumptions	**Six Months Ended June 30, 2015**	**2014**
Risk-free interest rate	1.77% - 2.12%	1.76%-1.92%

Dividend yield		
Volatility	26.2% - 29.5%	28.4%-30.9%
Weighted-average expected term (years)	6.7	6.0-6.3

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The following table summarizes stock option activity for the six months ended June 30, 2015 *(shares and intrinsic value in thousands)*:

	Number of shares		Weighted-average exercise price	Weighted-average remaining contractual term		Aggregate intrinsic value
Outstanding at December 31, 2014	1,870	$	11.23	8.4	$	4,721
Granted	75		13.30			
Exercised						
Forfeited						
Expired						
Outstanding at June 30, 2015	1,945	$	11.31	7.9	$	2,296
Vested at June 30, 2015	1,027	$	11.30	7.7	$	1,296
Exercisable at June 30, 2015	1,027	$	11.30	7.7	$	1,296

The weighted average grant date fair value of options granted for the six months ended June 30, 2015 was $4.36. At June 30, 2015, 0.3 million options granted are unvested, event-based options.

Restricted stock

Certain employees and directors have been awarded restricted stock under the 2013 Equity Incentive Plan. The time-based restricted stock grants vest primarily over a period of three years. The fair value and expected term of event-based restricted stock grants is estimated at the grant date using the Monte Carlo simulation model.

The following table summarizes restricted share activity for the six months ended June 30, 2015 (*shares in thousands*):

	Number of shares		Weighted-average grant date fair value
Outstanding at December 31, 2014	719	$	9.82
Granted	74		12.10
Vested	(304)		10.53
Forfeited			
Outstanding at June 30, 2015	489	$	9.72

At June 30, 2015, 0.2 million shares of restricted stock issued were unvested, event-based shares.

Warrants

In connection with our capitalization noted above, we have issued 14.7 million warrants, which qualify as equity instruments. Each warrant entitles the holder to purchase one-half of one share of our Class A common stock at a price of $6.00 per half share. At June 30, 2015, 14.7 million warrants were issued and outstanding, which are exercisable into 7.3 million shares of our Class A common stock. Warrants are only exercisable for a whole number of shares of common stock (i.e. only an even number of warrants may be exercised at any given time by a registered holder). As a result, a holder must exercise a least two warrants, at an effective exercise price of $12.00 per share. At the option of the Company, 10.0 million warrants may be called for redemption, provided that the last sale price of our Class A common stock reported has been at least $18.00 per share on each of twenty trading days within the thirty-day period ending on the third business day prior to the date on which notice of redemption is given. The warrants expire on April 4, 2018. During the six months ended June 30, 2015, no warrants were exercised.

Note 7. Contingencies

We are involved in various legal actions, generally related to our operations. Management believes, based on advice from legal counsel, that the outcomes of such legal actions will not materially affect our financial condition.

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Note 8. Commitments

We have entered into certain rental property contracts with third parties, which are accounted for as operating leases. Rental expense was $0.1 million for each of the three months ended June 30, 2015 and 2014, and $0.3 million and $0.2 million for the six months ended June 30, 2015 and 2014, respectively.

We have certain commitments including various operating leases.

Future minimum payments for these commitments and other commitments are as follows *(amounts in thousands)*:

Year Ending December 31,	**Operating Leases**	**Other Commitments**	**Total**
2015	$ 127	$ 6,096	$ 6,223
2016	59	6,026	6,085
2017	49	2,625	2,674
2018	48	1,824	1,872
2019 and thereafter	5	2,001	2,006
Total	$ 288	$ 18,572	$ 18,860

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Our Company

We are a leading U.S. Spanish-language media company serving the fast growing and highly attractive U.S. Hispanic and Latin American markets with five Spanish-language cable television networks distributed in the U.S., two Spanish-language cable television networks distributed in Latin America, and the #1-rated broadcast television network in Puerto Rico.

Headquartered in Miami, Florida, we own and operate the following leading Spanish language networks and content production platform, including leading movie and telenovela channels, two of the most popular Hispanic entertainment genres, and the leading cable television networks targeting the second, third and fourth largest U.S. Hispanic groups:

- *Cinelatino:* the leading Spanish-language cable movie network with over 15 million subscribers across the U.S., Latin America and Canada, including 4.4 million subscribers in the U.S. and 11.1 million subscribers in Latin America. Cinelatino is programmed with a lineup featuring the best contemporary films and original television series from Mexico, Latin America, the U.S. and Spain. Driven by the strength of its programming and distribution, Cinelatino is the #1-rated Spanish-language cable movie network in the U.S. and the #2-rated Spanish-language cable television network in the U.S. overall (excluding sports networks).

- *WAPA:* the leading broadcast television network and television content producer in Puerto Rico. WAPA has been the #1-rated broadcast television network in Puerto Rico for the last six years. WAPA is Puerto Rico s news leader and the largest local producer of entertainment programming, producing over 70 hours each week of programming that is aired on WAPA and WAPA America. Through WAPA s multicast signal, we distribute WAPA2 Deportes, a leading sports television network in Puerto Rico, featuring Major League Baseball and professional sporting events from Puerto Rico. Additionally, we operate WAPA.TV, the leading broadband news and entertainment website in Puerto Rico featuring news and content produced by WAPA.

- *WAPA America:* a cable television network serving primarily Puerto Ricans and other Caribbean Hispanics in the United States, collectively the second largest segment of the U.S. Hispanic population. WAPA America s programming features news and entertainment offerings produced by WAPA. WAPA America is distributed in the U.S. to over 5 million subscribers.

- *Pasiones:* a cable television network dedicated to showcasing the best telenovelas and serialized dramas, licensed from the most important producers. Pasiones is distributed in the U.S. to 4.3 million subscribers and in Latin America to 9.4 million subscribers.

- *Centroamerica TV:* a cable television network targeting Central Americans, the third largest U.S. Hispanic group and the fastest growing segment of the U.S. Hispanic population. Centroamerica TV features the most popular news and entertainment from Central America, as well as soccer programming from the top professional soccer leagues in the region. Centroamerica TV is distributed in the U.S. to 3.9 million subscribers.

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- *Television Dominicana:* a cable television network targeting Dominicans living in the U.S., the fourth largest U.S. Hispanic group. Television Dominicana features the most popular news and entertainment from the Dominican Republic, as well as the professional winter baseball league from the Dominican Republic. Television Dominicana is distributed in the U.S. to over 2.8 million subscribers.

Our two primary sources of revenue are advertising revenues and retransmission/subscriber fees. Advertising revenue is generated from the sale of advertising time. Our advertising revenue tends to reflect seasonal patterns of our advertisers demand, which is generally greatest during the fourth quarter of each year, driven by the holiday buying season. In addition, Puerto Rico s political election cycle occurs every four years and we benefit from increased advertising sales in an election year. For example, in 2012, we experienced higher advertising sales as a result of political advertising spending during the 2012 governmental elections.

Retransmission and subscriber fees are charged to distributors of our Networks, including cable, satellite and telecommunication service providers, pursuant to multi-year agreements. We believe our Networks are well positioned to further grow our retransmission and subscriber fees, fueled by our Networks strong ratings, continued growth in our target demographic audiences and robust content portfolio. We continually review the quality of our programming to ensure that it is maximizing our Networks viewership and giving our Networks subscribers a premium, high-value experience. The continued growth in our subscriber fees will, to a certain extent, be dependent on the growth in subscribers of the cable, satellite and telecommunication service providers distributing our Networks, and new system launches.

WAPA primarily derives its revenue from advertising, though retransmission fees are growing rapidly and becoming a larger contributor to revenue. WAPA America, Pasiones, Centroamerica TV and Television Dominicana derive revenue from both subscriber fees and advertising revenue. As of June 30, 2015, Cinelatino was commercial-free, and generated 100% of its revenue from subscriber fees. However, to further monetize Cinelatino s strong ratings and attractive audience, we have introduced advertising on Cinelatino s U.S feed in July 2015.

WAPA has been the #1-rated broadcast television network in Puerto Rico for the last six years and management believes it is highly valued by its viewers and distributors. WAPA is distributed by all pay-TV distributors in Puerto Rico and has been successfully growing retransmission fees. In fact, WAPA s primetime household rating in 2014 was more than three times higher than the most highly rated English language U.S. broadcast network in the U.S., CBS. As a result of its ratings success in the last six years, management believes WAPA is well positioned for future growth in retransmission fees, similar to the growth in retransmission fees that the four major U.S. networks have experienced in the U.S. (ABC, CBS, NBC and Fox).

WAPA America, Cinelatino, Pasiones, Centroamerica TV and Television Dominicana occupy a valuable and unique position as they are among the few Hispanic cable networks to have achieved broad distribution in the U.S. As a result, management believes our U.S. networks are well-positioned to benefit from growth in both the growing national advertising spend targeted at the highly sought-after U.S. Hispanic cable television audience, and significant growth in subscribers, as the U.S. Hispanic population continues to grow rapidly. Cinelatino and WAPA America are presently rated by Nielsen.

Hispanics represent 17% of the total U.S. population and approximately 10% of the total U.S. discretionary consumption, but only 5% of the aggregate media spend targets U.S. Hispanics. As a result of the under-indexing of the media spend targeting U.S. Hispanics, advertisers have been and are expected to continue to increase the portion of their marketing dollars targeted towards U.S. Hispanics. U.S. Hispanic cable network advertising revenue grew at a 14% CAGR from 2007 to 2014, more than doubling from $178 million to $435 million. Going forward, advertising on U.S. Hispanic cable networks is expected to grow to $719 million in 2017, representing a CAGR of 18%, presenting a significant and growing opportunity for our U.S. networks.

Management expects our U.S. networks to benefit from significant growth in subscribers, as the U.S. Hispanic population continues to grow rapidly. As of the 2014 U.S. Census Update, 55 million Hispanics resided in the United States, which represents an increase of 20 million people, or 57%, between 2000 and 2015, and is expected to grow to 64 million by 2020. Hispanic television households grew by 31% during the period from 2006 to 2014, from 11.2 million households to 14.8 million households. Similarly, Hispanic pay-TV subscribers increased 57% since 2006 to 12.3 million subscribers. The continued rapid growth of Hispanic television households and pay-TV subscribers creates a significant opportunity for WAPA America and Cinelatino.

Similarly, management expects Cinelatino and Pasiones to benefit from significant growth in Latin America. Fueled by a sizeable and growing population, a strong macroeconomic backdrop and rising disposable incomes, as well as investments in network infrastructure resulting in improved service and performance, pay-TV subscribers in Latin America (excluding Brazil) are projected to grow from 45 million in 2014 to 56 million in 2018, representing approximately 124% growth. Furthermore, Cinelatino and Pasiones are each presently distributed to less than 25% of total pay-TV subscribers throughout Latin America. Accordingly, growth through new system launches represents a significant growth opportunity. Management believes Cinelatino and Pasiones have widespread appeal throughout Latin America, and therefore will be able to expand distribution throughout the region.

MVS, one of our stockholders, provides operational and technical services to Cinelatino pursuant to several agreements. Also Cinelatino s affiliation agreement with Dish Mexico (an affiliate of MVS), is party to an affiliation agreement with Cinelatino pursuant to which Dish Mexico distributes the network and Cinelatino receives revenue. These agreements expire August 1, 2017.

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Comparison of Consolidated Operating Results for the Three and Six Months Ended June 30, 2015 and 2014:

(Unaudited)

(amounts in thousands)

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	$ Change Favorable/ (Unfavorable)	% Change Favorable/ (Unfavorable)	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014	$ Change Favorable/ (Unfavorable)	% Change Favorable/ (Unfavorable)
Net revenues	**$ 32,618**	**$ 29,055**	**$ 3,563**	**12.3%**	**$ 62,089**	**$ 50,006**	**$ 12,083**	**24.2%**
Operating Expenses:								
Cost of revenues	9,908	9,292	(616)	(6.6)%	19,360	16,890	(2,470)	(14.6)%
Selling, general and administrative	9,325	8,241	(1,084)	(13.2)%	17,909	15,122	(2,787)	(18.4)%
Depreciation and amortization								